



FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The applications will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than August 17, 2012.

A. Federal Reserve Bank of Philadelphia (William Lang, Senior Vice President) 100 North 6th Street, Philadelphia, Pennsylvania 19105-1521:

1. *Phoenix Bancorp, Inc.*, Minersville, Pennsylvania; to acquire at least 9 percent of the voting shares of Union Bancorp, Inc., and thereby indirectly acquire voting shares of Union Bank & Trust Company, both in Pottsville, Pennsylvania.

B. Federal Reserve Bank of Dallas (E. Ann Worthy, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. *A.N.B. Holding Company, Ltd.*, Terrell, Texas, to acquire additional voting shares, for a total of 34 percent of the voting shares of The ANB Corporation, and thereby indirectly acquire additional voting shares of The American National Bank

of Texas, both in Terrell, Texas; and Lakeside Bancshares, Inc., and its subsidiary Lakeside National Bank, both in Rockwall, Texas.

Board of Governors of the Federal Reserve System, July 19, 2012.

Michael J. Lewandowski,

Assistant Secretary of the Board.

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